

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
 : Chapter 11 Case No.
AMES DEPARTMENT STORES, INC., *et al.*, : 01-42217 (REG)
 :
Debtors. : Jointly Administered
 :
-----X

ORDER GRANTING DEBTORS' NINETEENTH OMNIBUS OBJECTION TO CLAIMS
(Claims Not Entitled to Priority Status)

Upon the nineteenth omnibus objection to claims dated June 7, 2011 (the "Debtors' Nineteenth Omnibus Objection to Claims"), of Ames Departments Stores, Inc. and its affiliated debtors and debtors-in-possession (collectively, the "Debtors"), pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and this Court's September 27, 2010 order establishing procedures governing objections to administrative and unsecured claims, and the compromise of unsecured claims in this case (the "Procedures Order") [Docket No. 3581], seeking entry of an order reclassifying the Claims Not Entitled to Priority Status on the grounds that each Claim Not Entitled to Priority Status incorrectly asserts a priority claim, all as more fully described in the Debtors' Nineteenth Omnibus Objection to Claims; and due and proper notice of the Debtors' Nineteenth Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Debtors' Nineteenth Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Debtors' Nineteenth Omnibus Objection to Claims

establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is:

ORDERED that the relief requested in the Debtors' Nineteenth Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, each "Claim Amount" listed on Exhibit A of the Debtors' Nineteenth Omnibus Objection to Claim (the "Incorrectly Classified Claims"), annexed hereto, is hereby reclassified as indicated on Exhibit A under the column "Modified Priority Status"; and it is further

ORDERED that, with respect to the Debtors' Nineteenth Omnibus Objection to Claims, the Debtors reserve all their rights to object on any other basis to any Claim Not Entitled to Priority Status; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to (i) any claim listed on Exhibit A to the Debtors' Nineteenth Omnibus Objection to Claims under the heading "Claims to be Reclassified" that is not listed on Exhibit A to this Order and (ii) any surviving claim or surviving component of any claim listed on Exhibit A to this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
July 13, 2011

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE